

**IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

**SECURITIES AND EXCHANGE COMMISSION,**

**Plaintiff,**

**v.**

**ROBERT J. MUELLER, DEEPROOT FUNDS  
LLC (a/k/a dprt Funds, LLC), AND POLICY  
SERVICES INC.,**

**Defendant,**

**and**

**DEEPROOT TECH LLC, DEEPROOT PINBALL  
LLC, DEEPROOT STUDIOS LLC, DEEPROOT  
SPORTS & ENTERTAINMENT LLC,  
DEEPROOT RE 12621 SILICON DR LLC, AND  
ROBERT J. MUELLER, JEFFREY L.  
MUELLER, AND BELINDA G. BREEN, AS CO-  
TRUSTEES OF THE MB HALE OHANA  
REVOCABLE TRUST,**

**Relief Defendants.**

**Civil No. 5:21-cv-785-XR**

**APPENDIX AND DECLARATION IN SUPPORT OF PLAINTIFF SEC'S  
MOTION FOR SUMMARY JUDGMENT**

I, Charlie Divine, pursuant to 28 U.S.C. § 1746(2), do hereby declare under penalty of perjury the following:

1. I am Trial Counsel to the U.S. Securities and Exchange Commission (the “SEC”) and am appearing for the SEC in this case. As such, I am familiar with the facts and circumstances of this matter.
2. Prior to filing the Complaint in this matter, the SEC conducted an investigation and gathered publicly available documents and subpoenaed documents, materials and testimony from relevant parties. After filing the Complaint, using the tools of civil discovery, the SEC gathered additional documents and other materials, and took deposition testimony. The documents and other materials the SEC received were produced in various formats, including electronically, in paper, and by emailed PDF, among others.
3. I and my colleagues at the SEC have been directly involved with the collection of documents and other materials in the litigation in this matter.
4. Except to Bates label certain documents, redact personally identifiable information, and excerpt pages from voluminous documents, the SEC has not in any way altered the substance of the documents received.
5. Attached hereto as **Exhibit 1** is the August 17, 2023 Declaration by SEC employee Sachin Verma and Appendices A-1 – A-3.
6. Attached hereto as **Exhibit 2** is Deposition Exhibit 6, a true and correct copy of a January 1, 2021 Private Placement Memorandum from deeproot 575 Fund, LLC, Bates labelled SEC-DEEPROOT-E-0211514.
7. Attached hereto as **Exhibit 3** is Deposition Exhibit 5, a true and correct copy of a September 16, 2019 Private Placement Memorandum from deeproot 575 Fund, LLC, Bates labelled SEC-DEEPROOT-E-0164824
8. Attached hereto as **Exhibit 4** is a true and correct copy of a September 1, 2015 Private Placement Memorandum from deeproot 575 Fund, LLC, Bates labelled SEC-DEEPROOT-E-0164808.
9. Attached hereto as **Exhibit 5** is Deposition Exhibit 36, a true and correct copy of a September 1, 2015, Private Placement Memorandum from deeproot 575 Fund, LLC, Bates labelled SEC-DEEPROOT-E-0014497.
10. Attached hereto as **Exhibit 6** is Deposition Exhibit 100, a true and correct copy of a September 16, 2019 Private Placement Memorandum for deeproot Growth Runs Deep Fund, LLC, Bates labelled SEC-DEEPROOT-E-0164762.

11. Attached hereto as **Exhibit 7** is Deposition Exhibit 99, a true and correct copy of an August 3, 2015 Private Placement Memorandum for deeproot Growth Runs Deep Fund, LLC, Bates labelled SEC-DEEPROOT-E-0164786.
12. Attached hereto as **Exhibit 8** is Deposition Exhibit 98, a true and correct copy of an August 3, 2015 Private Placement Memorandum from deeproot Growth Runs Deep Fund, LLC, Bates labelled SEC-DEEPROOT-E-0013399.
13. Attached hereto as **Exhibit 9** is Deposition Exhibit 28, Defendant Robert J. Mueller's Objections and Responses to Plaintiff's First Set of Interrogatories.
14. A true and correct copy of **Exhibit 10** is attached as Exhibit B to the SEC's Motion for Leave to File Documents Under Seal. Exhibit 10 is Deposition Exhibit 34, an August 18, 2015 email chain between Dennis J. Concilla and Defendant Robert J. Mueller with the subject "RE: dGRD" and Bates labelled MUELLER-002705.
15. Attached hereto as **Exhibit 11** is a true and correct copy of an Order Authorizing and Approving the Sale of Certain Personal Property Free and Clear of All Interests Pursuant to 11 U.S.C. §§ 363(b) and (f), in the matter of *In re deeproot Capital Management, LLC* (Bkr. No. 21-51523-MMP), et al., and *In re Policy Services, Inc.* (Bkr. No. 21-51513-MMP), in the United States Bankruptcy Court for the Western District of Texas.
16. Attached hereto as **Exhibit 12** is a true and correct copy of a document bearing the title, "Quick FAQ," Bates labelled SEC-DEEPROOT-E-0011222.
17. A true and correct copy of **Exhibit 13** is attached as Exhibit C to the SEC's Motion for Leave to File Documents Under Seal. Exhibit 13 is a document bearing the title, "Deeproot Investor Presentation," Bates labelled MUELLER002816.
18. Attached hereto as **Exhibit 14** are experts from the March 9, 2023 deposition of Defendant Mueller.
19. A true and correct copy of **Exhibit 15** is attached as Exhibit D to the SEC's Motion for Leave to File Documents Under Seal. Exhibit 15 is excerpts of an October 14, 2021 letter from Jay Hulings to the SEC and an attachment, Bates labelled SEC-RJM-E-0000015-17, 19, 58.
20. Attached here to as **Exhibit 16** is Deposition Exhibit 37, a March 20, 2017 email chain between Defendant Mueller and Gerald Wik with the subject "RE: Updated Files 3.20.2017," Bates labelled SEC-DEEPROOT-E-0210796.
21. Attached hereto as **Exhibit 17** is Deposition Exhibit 38, a true and correct copy of a document titled "INVESTMENT ALLOCATION AGREEMENT," Bates labelled SEC-DEEPROOT-E-0213963.
22. Attached hereto as **Exhibit 18** is Deposition Exhibit 40, a true and correct copy of a document with the title, "ASSETS BACKING UP INVESTMENTS," Bates labelled DEEPROOT FUNDS\_005625.

23. Attached hereto as **Exhibit 19** is a true and correct copy of a document titled “LIFE SETTLEMENT CERTIFICATE,” Bates labelled SEC-PullmanR-E-0000022.
24. Attached hereto as **Exhibit 20** are excerpts from the June 23-24, 2021 SEC investigative testimony of Defendant Mueller.
25. Attached hereto as **Exhibit 21** is Deposition Exhibit 11, a true and correct copy of a September 30, 2020 letter from Defendant Mueller to investors, Bates labelled SEC-DEEPROOT-E-0008354.
26. Attached hereto as **Exhibit 22** is Deposition Exhibit 18, a true and correct copy of a memorandum from Scott Allen to Defendant Mueller, with the subject “Resignation,” Bates labelled SEC-AllenS-E-0000079.
27. Attached hereto as **Exhibit 23** are excerpts from the February 16, 2023 deposition of Scott Allen.
28. A true and correct copy of **Exhibit 24** is attached as Exhibit E to the SEC’s Motion for Leave to File Documents Under Seal. Exhibit 24 is Deposition Exhibit 43, a document titled “OPERATING AGREEMENT OF deeproot 575 Fund, LLC,” Bates labelled MUELLER 001067.
29. Attached hereto as **Exhibit 25** is a true and correct copy of a document titled “OPERATING AGREEMENT OF deeproot 575 Fund, LLC,” Bates labelled SEC-DEEPROOT-E-0019790.
30. Attached hereto as **Exhibit 26** is a true and correct copy of a document titled “OPERATING AGREEMENT OF deeproot Growth Runs Deep Fund, LLC,” Bates labelled SEC-DEEPROOT-E-0005760.
31. A true and correct copy of **Exhibit 27** is attached as Exhibit I to the SEC’s Motion for Leave to File Documents Under Seal. Exhibit 27 is a copy of the March 17, 2023, Expert Report of Bill Post.
32. Attached hereto as **Exhibit 28** is a true and correct copy of the April 27, 2023, Supplemental Expert Report of Bill Post.
33. Attached hereto as **Exhibit 29** is a true and correct copy of the October 6, 2021, Declaration of Sachin Verma, submitted in this matter, *SEC v. Mueller, et al.*, ECF No. 16-1.
34. Attached hereto as **Exhibit 30** is Deposition Exhibit 27, a true and correct copy of an April 22, 2013, email from Concilla to Defendant Mueller and G. Russell Hagan, with the subject “01190212,” with attachment, and Bates labelled SEC-PulmanR-E-0000001.
35. Attached hereto as **Exhibit 31** are excerpts from the July 12, 2023, deposition of Concilla in this matter.

36. A true and correct copy of **Exhibit 32** is attached as Exhibit F to the SEC's Motion for Leave to File Documents Under Seal. Exhibit 32 is Deposition Exhibit 90, an August 4, 2015, email chain between Defendant Mueller and Concilla, with the subject "RE: What's a good time today to conference?," with attachment, and Bates labelled MUELLER-CPM 001772.
37. Attached hereto as **Exhibit 33** are excerpts from the July 13, 2023, deposition of Federico.
38. Attached hereto as **Exhibit 34** is a true and correct copy of the September 14, 2022, declaration of Brad Leon, Bates labelled SEC-SEC-E-0002496.
39. Attached hereto as **Exhibit 35** is a true and correct copy of the October 18, 2022, declaration of James Donnelly, Bates labelled SEC-SEC-E-0002984.
40. Attached hereto as **Exhibit 36** is a true and correct copy of the October 9, 2022, declaration of John Gray, Bates labelled SEC-SEC-E-002959.
41. Attached hereto as **Exhibit 37** is a true and correct copy of the September 23, 2022, declaration of Robert Kane, Bates labelled SEC-SEC-E-0002906.
42. Attached hereto as **Exhibit 38** is a true and correct copy of the September 15, 2022, declaration of Sandra S. Thompson, Bates labelled SEC-SEC-E-0002508.
43. Attached hereto as **Exhibit 39** is a true and correct copy of a December 16, 2022 letter from Jay Hulings to the SEC regarding the waiver of attorney-client privilege and/or work product doctrine.
44. Attached hereto as **Exhibit 40** is a true and correct copy of a document titled "WAIVER OF ATTORNEY CLIENT PRIVILEGE AND CONFIDENTIALITY," signed by John Patrick Lowe on or about January 27, 2023, Chapter 7 Trustee for the Estates of the Debtors.
45. A true and correct copy of **Exhibit 41** is attached as Exhibit G to the SEC's Motion for Leave to File Documents Under Seal. Exhibit 41 is Deposition Exhibit 101, the April 4, 2023 declaration of Dennis Concilla, Bates labelled MUELLER 002862.
46. A true and correct copy of **Exhibit 42** is attached as Exhibit H to the SEC's Motion for Leave to File Documents Under Seal. Exhibit 42 is Deposition Exhibit 91 an August 12, 2015, email from Concilla to Defendant Mueller, with the subject "dGRG – PPM(01529802) – v2.6.doc," with attachment, and Bates labelled MUELLER 002649.
47. Attached hereto as **Exhibit 44** is a true and correct copy of Investigative Testimony Exhibit 73, a September 4, 2020 email from Dave Cooper to deeproot, with a copy to Rochelle Cooper, with the subject "August 22, 2020 Letter," with attachment, and Bates labelled SEC-DEEPROOT-E-0004997.

48. Attached hereto as **Exhibit 45** is a true and correct copy of Defendant Mueller's American Express Bill under NATIONAL WEALTH SOLU, with account ending in -1001, closing date of 07/09/18, and Bates labelled SEC-RFPA-AMEX-E-0003255.
49. Attached hereto as **Exhibit 46** is a true and correct copy of a December 15, 2018, Americus Diamond Receipt Bates labelled SEC-AMERICUS-E-0000012.
50. Attached hereto as **Exhibit 47** is a true and correct copy of a December 14, 2015 Americus Diamond Receipt Bates labelled SEC-AMERICUS-E-0000005.
51. Attached hereto as **Exhibit 48** is a true and correct copy of Investigative Testimony Exhibit 93, Defendant Mueller's American Express Bill under NATIONAL WEALTH SOLU, with account ending in -1001, closing date of 03/09/16, and Bates labelled SEC-RFPA-AMEX-E-0002809.
52. Attached hereto as **Exhibit 49** is a true and correct copy of Investigative Testimony Exhibit 95, Defendant Mueller's American Express Bill under NATIONAL WEALTH SOLU, with account ending in -1001, closing date of 03/09/17, and Bates labelled SEC-RFPA-AMEX-E-0003067.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 18, 2023

Respectfully submitted,

/s/ Charlie Divine

Charlie Divine

Kristen Warden

Fernando Campoamor - Sanchez

David Nasse

SECURITIES AND EXCHANGE COMMISSION

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ATTORNEYS FOR PLAINTIFF

**CERTIFICATE OF SERVICE**

I certify that on the 18th day of August 2023, a true and correct copy of the foregoing document was filed electronically through the Court's CM/ECF system, which will send copies to all counsel of record.

/s/ Kristen M. Warden

Kristen M. Warden

*Counsel for Plaintiff United States Securities  
and Exchange Commission*